Article **VIII. Conflict of Interests**

**Section 1.** Purpose. The purpose of the conflict of interest policy is to protect this

tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Section 2.** Definitions.

a. Interested Person. Any director, principal officer, or member of a committee with Board of Director delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or

indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Corporation has

a transaction or arrangement,

2. A compensation arrangement with the Corporation or with any entity or individual

with which the Corporation has a transaction or arrangement, or

3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors or governing committee decides that a conflict of interest exists.

**Section** 3. Duty to Disclose Conflict of Interest. In connection with any actual or possible

conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board of Director delegated powers considering the proposed transaction or arrangement.

**Section 4.** Determining Whether a Conflict of Interest Exists. After disclosure of the

financial interest and all material facts, and after any discussion with the interested person, he*/*she will leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members will decide if a conflict of interest exists.

**Section 5.** Procedures for Addressing the Conflict of Interest.

a. An interested person may make a presentation at the Board of Directors or

committee meeting, but after the presentation, he/she will leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The Board Chair of the Board of Directors or committee will, if appropriate, appoint a

disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board of Directors or committee will determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under

circumstances not producing a conflict of interest, the Board of Directors or committee will determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**Section 6.** Violations of the Conflicts of Interests Policy,

a. If the Board of Directors or committee has reasonable cause to believe an interested

person has failed to disclose actual or possible conflicts of interest, it will inform the interested person of the basis for such belief and afford him or her opportunity to explain the alleged failure to disclose.

b. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the interested person has failed to disclose an actual or possible conflict of interest, it will take appropriate disciplinary and corrective action.

**Section 7.** Records of Proceedings. The minutes of the Board of Directors and all

committees with Board of Directors delegated powers will contain:

The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Section 8.** Compensation.

a. A voting member of the Board of Directors who receives compensation, directly or

indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation

matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the Board of Directors or any committee whose jurisdiction

Includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Section** 9. Annual Statements. Each director, officer and member of a committee with Board of Directors delegated powers will annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy:

b. Has read and understands the policy;

C.

Has agreed to comply with the policy; and

d. Understands the Corporation is charitable and in order to maintain its federal tax

exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.